



NEW ZEALAND
COMPANIES OFFICE

CERTIFICATE OF INCORPORATION

OMORI-KURATAU RATEPAYERS ASSOCIATION INCORPORATED

366144

This is to certify that OMORI-KURATAU RATEPAYERS ASSOCIATION INCORPORATED was incorporated under the Incorporated Societies Act 1908 on the 8th day of October 1987.

Mandy McDonald

Registrar of Incorporated Societies
15th day of April 2015



For further details visit www.societies.govt.nz

Certificate printed 15 Apr 2015 13:44:19 NZT

RULES OF THE OMORI-KURATAU RATEPAYERS' ASSOCIATION INCORPORATED

1. NAME:

The name of the Association shall be "Omori-Kuratau Ratepayers' Association Incorporated".

2. NON-PARTY and INTERPRETATION:

(a) The Association shall take no part in Party Politics.

(b) Interpretation –

Definitions: In these Rules unless the context otherwise requires:

Plural and singular: references to the singular include the plural and vice versa;

Gender: references to one gender include the other gender

3. OBJECTS:

The objects for which the Association is established are:-

- (a) To promote the development of the Omori-Kuratau Lakeside Settlement and areas and the welfare of its ratepayers;
- (b) To establish and encourage viable property ownership and to take all necessary steps to keep property values and rates within the area of operation at fair equitable levels;
- (c) To encourage a spirit of civic pride in the residents of Omori and Kuratau, to promote and enhance the overall amenity of the area and to assist the development, beautification and cultural advancement of the area;
- (d) To encourage planned development of the Taupo District and the provision and establishment of suitable services and amenities for the settlements' area;
- (e) To encourage appropriate commercial enterprise in suitable portions of the settlements area;
- (f) To initiate or stimulate public discussion of civic affairs in the Taupo District and the settlements area;
- (g) To diffuse information on or make public statements concerning matters affecting the Omori-Kuratau Lakeside area including provision of a communication channel for community organisations and activity;
- (h) To become a member of or to affiliate with another body (whether incorporated or not) having objects similar in whole or in part to those of this Association and to procure from and communicate to such other body all such information as may be likely to promote common objects or interests;
- (i) To purchase, hold, administer, take on lease, improve, hire or otherwise acquire and dispose of, let or lease real and personal property in any manner whatsoever as the Association may deem necessary or expedient for the purpose of attaining the objects of the Association or any of them or promoting the interests of the Association;
- (j) To make such rules and bylaws as may be necessary;

- (k) To do all such other things as are conducive or incidental to the attainment of the above objects or any of them.

4. MEMBERSHIP:

- (a) (i) Membership of the Association shall be either active or associate;
- (ii) Active members shall comprise only private or business and commercial ratepayers of the Omori-Kuratau Lakeside area;
- (iii) Associate members shall comprise non-ratepaying residents of the area who may be admitted to membership of the Association but without voting rights;
- (iv) Membership is available to an owner or lessee of an Omori-Kuratau property but with only one vote recognised per property, irrespective of multiple ownership, trust ownership or any form of lease or rental agreement.
- (b) Application for membership shall be made to the Secretary in writing, signed by the intending member, and accompanied by the annual subscription. The application shall include:
- (i) The name of the ratepayer or non rate paying resident and the 'rating' address of the property;
- (ii) The status of the application, ie Active or Associate membership;
- (iii) The name of the principal contact(s) and their usual residential address and telephone number, and optionally an internet contact;
- (iv) A statement of situation regarding multiple ownership or trust ownership, with the names of co-owners, trustees etc. to be detailed.
- (c) Annual subscriptions shall be determined at the Annual General Meeting and shall become payable as from the first day of the financial year. The current year's subscription so determined must have been paid at least 7 days prior to an Annual/Extraordinary/Ordinary General Meeting for the member to be entitled to vote. For this and other purposes the Secretary and or Treasurer shall maintain a Register of Members.
- (d) The Committee shall have power to remove from the Register any member who has not paid his subscription within three months from the commencement of each financial year, but reinstatement is possible from date of payment of a subscription.
- (e) A member shall also cease to be a member of the Association on the happening of the following events –
- (i) By death &
- (ii) If in the opinion of the Committee, a member's behaviour brings the Society into disrepute, the Committee in its discretion may by resolution at a meeting called for the purpose and at which the member personally or by his or her representative has been given the opportunity of being heard either expel such member or suspend his or her membership on such terms and conditions as the Committee may decide;
- (iii) By resignation lodged with the secretary of the Association.

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- (f) Every member shall be entitled to obtain a copy of the rules and bylaws upon making a request to the Secretary, and every member shall be bound by the rules and bylaws.
 - (g) Every member shall be entitled on request and subject to payment of a prescribed fee (if any) to copies of the annual financial accounts and reports thereon of any of the past three years.

5. OFFICERS, COMMITTEE & DUTIES:

- (a) The officers of the Association shall consist of:-
 - (i) A President whose position shall be honorary;
 - (ii) A Secretary who may be paid an honorarium;
 - (iii) A Treasurer (whose office may be combined with that of Secretary) who may be paid an honorarium;
 - (iv) Four Committee persons (whose position shall be honorary), one of whom may be appointed Vice-President at the discretion of the Committee;
 - (v) The Immediate Past President (in the event of a change in the office of President in any year) shall continue to be an ex-officio member of the Committee for a period of twelve months if that person is able to and willing to so serve.

These eight Officers constitute the Committee for the management of the Association.

- (b) The President shall carry out all normal duties pertaining to that office. He shall preside at all meetings of the Association and of the Committee and regulate the proceedings and when authorised by the Association or the Committee sign all written contracts and acknowledge obligations on behalf of the Association;
- (c) The Vice-President if appointed shall preside at meetings of the Association and of the Committee at which the President is not present but otherwise the Committee shall elect its own Chairman on all occasions when the President is not present;
- (d) The Secretary shall be responsible to the Committee for the minutes of all meetings of the Association and the Committee; and for conducting the business and correspondence of the Association and for the carrying out of such other duties as the Committee may from time to time direct.
- (e) The Treasurer shall be responsible for all moneys received on behalf of the Association and for the payment of such sums as may be authorised by the Committee. The Treasurer shall keep proper books of account and render such statements to the Committee as they may require. The Treasurer shall cause Annual Accounts and associated reports to be prepared and presented to the Association annually. By annual resolution Annual Accounts for the ensuing year, may be reviewed or audited, or not audited, at the discretion of the Association. All money received on behalf of the Association shall be paid into the Association's Account at an appropriately licensed Trading Bank as the Committee may decide. The President and the Treasurer, or a Committee member and the Treasurer may expend monies by cheque or by internet banking from such bank account or accounts, for the purposes of the Association in accordance with resolutions of the Committee or the Association, including any annual standing orders as to routine payments that may be operative from time to time. The President, Secretary or Treasurer shall be empowered to endorse cheques or other negotiable instruments on behalf of the Association;

- (f) The Officers shall attend all meetings of the Committee and carry out such duties as are required of them by the Rules and By-laws;
- (g) Any officer may be removed from office:
 - (i) By a majority resolution of the Committee, for failure to carry out such duties as are set out in these rules and the bylaws;
 - (ii) By a resolution of the members of the Association passed by at least a two thirds majority of those entitled to vote;
 - (iii) By failing to attend three consecutive meetings without acceptable apologies or leave of absence when he shall be deemed to have forfeited his office on the Committee;
 - (iv) The Committee may co-opt financial members to fill any vacancy arising on the Committee for whatever reason, but shall seek expressions of interest in such appointment prior to co-opting to fill the vacancy.
- (h) In order to complete specific tasks, the Committee shall have power to appoint "task" officers as it deems necessary. Such task officers need not necessarily be members of the Association and may be paid an honorarium but if not otherwise entitled to vote, may not vote at Committee meetings.
- (i) The members of the Committee shall be elected to hold office for a one year term or until the next Annual General Meeting (whichever is the later date). All Committee members shall be eligible for re-election.

6. ELECTION OF OFFICERS:

- (a) The election of officers shall be by ballot at the Annual General Meeting. Such officers shall retire annually but may, except as provided otherwise in these rules offer themselves for re-election. No member may be elected to the Committee who is unfinancial and any officer who becomes unfinancial during the term of office shall cease to hold office on the expiry of fourteen days of his becoming unfinancial;
- (b) No member who is not an active member of the Association shall be elected an officer of the Association and any officer who ceases to be an active member shall also cease to hold office from such time as the Committee shall decide but in any case shall retire at the next Annual General Meeting;
- (c) **NOMINATIONS:**

Each member who is entitled to vote at the Annual General Meeting may nominate one member for each office and up to two Committee persons; all nominations shall be in writing and must be signed:

- (i) By the Nominee agreeing to accept office and to carry out the duties of the office for which he is nominated; and
- (ii) By two financial members entitled to vote; and shall be lodged with the Secretary before the commencement of The Annual General Meeting;
- (iii) If insufficient nominations are received prior to the commencement of the Annual General Meeting to fill the vacancies on the Committee the Chairperson of the

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meeting may accept further nominations at the Annual General Meeting at the time of election of officers for the year;

- (iv) A Member may be nominated to the Committee pursuant to Rules 6(c)(i), (ii) and (iii) with the meeting to exercise its vote in the order of Rule 5(a), thereby allowing an unsuccessful nominee for a titled office to revert to a committee person position if so nominated.
- (v) Should a nomination with details of a member's personal resumé be received prior to the printing and circulation of the Association's newsletter published immediately prior to the Annual Meeting, the Association will include such details, up to one half of an A4 page, within that newsletter, but is not bound to so publish if time constraints inhibit. If such details are not published, the nominee may circulate a half A4 page resume at the commencement of the Annual Meeting. Whether or not speaking rights are subsequently conferred upon nominees remains at the discretion of the Chairperson of the meeting dependent upon circumstances year to year. Where nominations are made pursuant to clause 6 (c)(iii) a brief verbal resumé may be made by the nominee or his proposer. Subject in all instances to any procedural motions made relative to the particular meeting.

7. MANAGEMENT, FINANCIAL PRINCIPLES & BYLAWS:

(a) COMMITTEE:

The governing body for the Association for the general guidance of its operation and the transaction of its official business shall be the Committee which shall be comprised of the Officers set out in Rule 5(a);

- (b) Subject to Rule 7(c) herein the Committee shall direct, conduct and control the affairs and exercise the powers of the Association as set out in the Objects and shall exercise general supervision over the property of the Association. Meetings shall be conducted per Rule 10, but notwithstanding the Committee may resolve annually to conduct routine business by telephone conference and or internet discussion and agreement. Such discussion is to include 7 days notice (as to completion thereof), the nature of the business and a proposal and circulated resolution(s) with explanations thereof and is to be subject to 70% agreement, ie 5 of 7 or 6 of 8 members if the Past President is participating. If agreement is not reached the subject matter is to be referred back to the next committee meeting. If agreement is reached such telephone conferencing or internet discussion and resolution shall be minuted and confirmed at the next subsequent committee meeting. The Committee shall keep insured against loss or damage by fire or burglary the whole of the insurable assets of the Association and insure against any other risks as it thinks prudent. It shall make all purchases and order such repair to the Association property and assets as deemed necessary;

- (c) Notwithstanding Rule 7(b) the Association, in Annual or other General Meeting may from time to time elect to direct and or limit the committee's power of expenditure through provision of guidelines, including by:

- (i) Specifying expenditure to be made or projects or initiatives within the community to be supported or avoided;
- (ii) Limiting the amount of any expenditure to a dollar amount and or by percentage or other means, relative to regular subscription income or other sources of income;
- (iii) Avoiding compounding or successive annual expenditures that drain Association funds;

- (iv) Ensuring that other community groups that seek financial support from the Association fully declare to the Association their financial position and their needs and take responsibility for the prudent management of and reporting on their specific projects to the Association.

(d) **BY-LAWS:**

The Association by resolution in general meeting may make such by-laws as are necessary for:

- (i) The carrying out and enforcing of the rules so long as they are not repugnant to the Incorporated Societies Act or these Rules;
 - (ii) The General management and conduct of the Association's affairs, functions and activities.
 - (iii) The Association may likewise from time to time alter or repeal any by-law or make such new by-laws as it deems necessary. All such by-laws shall be binding on every officer and member of the Association until set aside or amended by the Association.
- (e) Delegation: Subject to report and supervision thereof, the Committee may delegate specific tasks and activities to a subcommittee of one or more members including task officers if so appointed under Rule 5(h);
- (f) Annual Remits: Notice of Annual Remits/Proposals/Proposed Use of Funds/ or any other form of action or discussion, inclusive of proposed Resolutions etc, may be made by Members of the Association to the Committee, by 7 November each year, for inclusion on the Association's AGM Agenda, with intent that discussion will occur in accordance with appropriate meeting procedures.

8. REGISTERED OFFICE:

The Registered Office of the Association shall be at such place as may from time to time be determined by the Committee. Due notice of the location of the Registered Office or any change thereof shall be given to the Registrar of Incorporated Societies and to all members upon the incorporation of the Association and within twenty eight (28) days of any change thereof.

9. SEAL:

The Common Seal of the Association shall be kept in the custody of the Secretary who shall affix it to such documents as the Committee may from time to time direct. The affixing of the Seal shall be attested by the President or Vice-President and the Secretary.

10. MEETINGS :

- (a) MEETINGS OF THE COMMITTEE shall be held at least once in every year and shall be called by the Secretary upon the request of the President;
- (b) ANNUAL GENERAL MEETING:
The Annual General Meeting of the Association shall be held within three calendar months of the end of the financial year. At this meeting the President shall present a report of the Association's activities and proceedings for the year and such other reports as may be required by the by-laws and the Treasurer shall present the annual accounts and Balance Sheet. There shall also be held the ballot for the election of officers;

- (c) EXTRAORDINARY GENERAL MEETINGS of the Association may be convened by the Committee from time to time as it deems necessary. In addition the Committee shall convene within twenty-eight (28) days an Extraordinary General Meeting upon requisition by members to that effect being lodged with the Secretary. Such a requisition must be signed by not less than ten financial members entitled to vote and shall state the purpose for which the meeting is to be convened;
- (d) ORDINARY MEETINGS for business connected with the objects of the Association shall be held at such times and places as the Committee may decide;
- (e) NOTICES OF MEETINGS:
Notices of Annual, Extraordinary General, and Ordinary Meetings of the Association shall be by letter to the last recorded address of a member, or by such other means as the Association may from time to time decide at the Annual General Meeting, at least twenty eight (28) days prior to the date of such meeting;
- (f) QUORUM:
Four members personally present shall constitute a quorum at any meeting of the Committee and twelve members personally present shall constitute a quorum at any meeting of the Association;
- (g) ALL RESOLUTIONS before meetings of the Association shall be decided by, word of mouth, show of hand or secret ballot, as the Meeting shall decide. A bare majority shall suffice for each resolution except where provided otherwise in these rules. In the case of equal voting the Chairman shall exercise a casting vote in addition to his deliberative vote. Only active members of the Association as defined in these rules shall be entitled to vote at meetings of the Association but at all meetings of the Association votes may be given either personally or by proxy. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney and shall be deposited at the registered office or otherwise placed in the hands of the Secretary of the Association not less than forty-eight (48) hours before the time for holding the meeting or adjourned meeting at which the person named in the proxy proposes to vote and in default the instrument of proxy shall not be treated as valid unless any irregularity is waived by all members present at the meeting and entitled to vote. The instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances permit.

OMORI KURATAU RATEPAYERS ASSOCIATION INCORPORATED

I/We _____ of _____ being a
Financial Member (or member of the Committee) of the above Association hereby appoint

_____ of _____ or _____
failing him _____ of _____ *Financial Member* as

my/our proxy to vote for me/us on my/our behalf at the [Annual General, or Extraordinary
General, or Ordinary Meeting of the Association, or a meeting of the Association's Committee
(as the case may be)]

to be held on the _____ day of _____ 20 _____ and at any
adjournment thereof.

SIGNED this _____ day of _____ 20 _____

WITNESS _____

Occupation _____

Address _____

The instrument appointing a proxy shall be deemed to confer authority to demand or join in
demanding a poll.

Within the proxy form provide for either:

- (i) A **general proxy**, where the Proxy may simply vote as he sees fit at the meeting; or
- (iii) A **directed proxy** (for notified resolutions) whereby the Proxy votes either 'yes' or 'no' to
specific resolutions. In which circumstance list the 'resolutions' with 'Yes or No'
alongside.

11. FINANCIAL YEAR:

The financial year of the Association shall be from the 1st day of October to the last day of September in the following year.

12. BORROWING POWERS:

The Committee shall have power if authorised by a resolution passed by a three/fourths majority at a special meeting of the Association convened for that purpose to borrow or raise money and secure payment of the same or to secure the payment of any money owing by the Association or the satisfaction or performance of any obligation or liability incurred or undertaken by the Association in such manner and on such terms as the Association shall by such resolution as aforesaid determine in particular by the issue of debentures or by mortgage or charge or lien upon the whole or any part of the Association's property and assets (whether present or future).

Save as expressly provided in this clause, the Association shall not have the power to borrow money.

13. ALTERATION TO RULES:

These rules or any of them may be altered added to or rescinded by resolution of the members present at any Annual General or Extraordinary General Meeting of the Association provided that any member desirous of moving such a resolution shall notify the Secretary in writing of his intention at least twenty-one (21) days before the date on which the meeting is to be held and the Secretary shall give members entitled to vote fourteen (14) days notice of such proposed alteration and such resolution shall be deemed passed only if carried by at least a two-thirds majority of those present and entitled to vote. Provided that no alteration, addition or rescission shall be permitted to rule 14 "Control of Funds" or 15 "Disposal of Assets" or which may otherwise detract from the non-profit status of the Association, except with the prior approval of the Commissioner of Inland Revenue.

14. CONTROL OF FUNDS:

The Income and Property of the Association from whatsoever source derived shall be applied solely towards the promotion of the objects of the Association.

15. DISPOSAL OF ASSETS:

On the winding up of the Association (whether voluntarily or by direction of the Registrar of Incorporated Societies) the proceeds of the realisation shall after payment of the Association's liabilities be donated to some other community body or bodies having charitable objects and or community objectives intended to promote the welfare of the residents of Omori-Kuratau District including bodies (whether registered or not) associated with but not limited to, angling, boating, civil defence & community security, emergency services such as fire, medical and search & rescue, the environment and pest control or other recreational activities of the holiday communities at the Southern end of Lake Taupo, as the Committee shall decide.

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16. DATE OF COMMENCEMENT AND AMENDMENT:

These amended Rules replace those in force from the date of Incorporation of the Association and dated 25th day of August 1987.

These amended Rules were adopted at a duly convened Extraordinary meeting of the Association and shall operate and be in force from 5th day of April 2015.

DATED at Omori this 5th day of April 2015.

A. Bayle

Seeded

R. White

Committee member

M. Bowie

Treasurer

P. Edwards

Committee